

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER

CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Toshiba America Consumer Products, Inc.		10/01/2003	CORPORATION: NEW JERSEY

RECEIVING PARTY DATA	
Name:	Toshiba America Consumer Products, L.L.C.
Street Address:	80 Totowa Road
City:	Wayne
State/Country:	NEW JERSEY
Postal Code:	07470
Entity Type:	limited liability company: NEW JERSEY

PROPERTY NUMBERS Total: 16

Property Type	Number	Word Mark
Serial Number:	78284001	ACCUFOCUS
Serial Number:	76422667	CABLECLEAR
Serial Number:	76469649	CINEMA PRO
Registration Number:	1908215	CINEMA SERIES
Serial Number:	76469677	CINEMA SERIES PRO
Serial Number:	76334371	D.STREAM
Serial Number:	78366173	GAME TIMER
Serial Number:	78205979	MEGABAND
Serial Number:	78383553	PIXELPURE
Serial Number:	76422634	QUICKCONNECT
Serial Number:	78383602	TALEN
Serial Number:	78205977	THEATERFINE
Serial Number:	78205971	THEATERLINK
Registration Number:	1857511	THEATERVIEW

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Registration Number:	1863105	THEATERWIDE
Registration Number:	1949663	V3

CORRESPONDENCE DATA

Fax Number: (212)425-5288
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 212-425-7200
Email: tmdocketny@kenyon.com
Correspondent Name: Asiyah McCarthy
Address Line 1: One Broadway
Address Line 4: New York, NEW YORK 10004

ATTORNEY DOCKET NUMBER:	11495/4
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NAME OF SUBMITTER:	Asiyah McCarthy
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Total Attachments: 2
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SEP 29 2003

State Treasurer

**CERTIFICATE OF MERGER
OF
TOSHIBA AMERICA CONSUMER PRODUCTS, INC.
0100405683 WITH AND INTO
TACP NEW ENTITY, L.L.C.**

To: Division of Revenue, Department of the Treasury, State of New Jersey

The undersigned business entities hereby certify that the following merger will take place in accordance with NJSA 14A: 10-1 and NJSA 42:2B-20:

FIRST. Name. The name of the surviving entity is TACP New Entity, L.L.C., a domestic limited liability company, (the "L.L.C.") whose name is changed pursuant to the Agreement and Plan of Merger to Toshiba America Consumer Products, L.L.C.

SECOND. Agreement and Plan of Merger. The Agreement and Plan of Merger which has been approved and executed by Toshiba America Consumer Products, Inc., a New Jersey corporation, (the "Corporation") and the L.L.C. provides as follows:

1. The Corporation (also referred to as the "Merging Entity") shall merge with and into the L.L.C. The L.L.C. shall be the surviving entity of the merger.
2. The name of the surviving limited liability company shall be changed by virtue of the merger to Toshiba America Consumer Products, L.L.C.
3. All shares of the Corporation shall be cancelled and the sole shareholder shall become the sole member of the surviving limited liability company.
4. All assets and liabilities of the Corporation shall become the assets and liabilities of the surviving limited liability company.
5. The sole member of the surviving limited liability company after the merger shall be the sole shareholder of the Merging Entity, the managers of the surviving limited liability company shall be the directors of the Merging Entity, the officers of the surviving limited liability company shall be the officers of the Merging Entity and the Operating Agreement shall be so amended and restated on the effective date of this merger.

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6. This Agreement and Plan of Merger is on file at the principal place of business of the surviving entity which is 82 Totowa Road, Wayne, New Jersey 07470.

7. This Agreement and Plan of Merger shall be furnished by the surviving limited liability company on request and without cost to any member of the limited liability company or any person holding an interest in any other business entity which is a party to the merger.


THIRD. Approval. Toshiba America, Inc., the sole shareholder of Toshiba America Consumer Products, Inc., holding the only shares which were entitled to vote, approved this merger on September 25, 2003 and Toshiba America Consumer Products, Inc., the sole member of TACP New Entity, L.L.C., approved this merger as of September 17, 2003.

FOURTH. Effectiveness. The merger shall be effective upon October 1, 2003.


IN WITNESS WHEREOF, the undersigned caused this Certificate to be signed by its respective authorized officer or its managers.

INC.

TOSHIBA AMERICA CONSUMER PRODUCTS,

By: 
Yoshihiro Matsumoto, President

TACP NEW ENTITY, L.L.C.

By: 
Yoshihiro Matsumoto, Manager